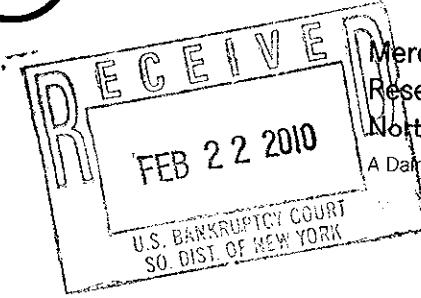




Mercedes-Benz



Mercedes-Benz
Research & Development
North America, Inc.
A Daimler Company

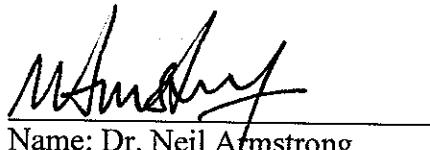
Vito Genna
Clerk of the Court
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004

Feb. 8th, 2010RE: Withdrawal of Motors Liquidation Company Claim No. 66246

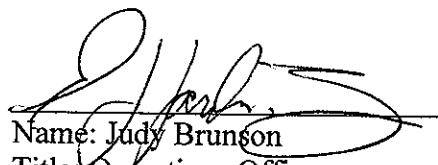
Dear Mr. Genna,

We are writing on behalf of Mercedes-Benz Research & Development, North America, Inc. formerly Mercedes-Benz Hybrid, LLC ("MB Hybrid"), claimant in the case *In re Motors Liquidation Company*, Case No. 09-50026 (REG). MB Hybrid had earlier filed claim number 66246, and now withdraws this claim. A copy of the filed proof of claim form is included with this letter.

Sincerely,



Name: Dr. Neil Armstrong
Title: President
Mercedes-Benz RDNA
eDrive & Powertrain



Name: Judy Brunson
Title: Operations Officer
Mercedes-Benz RDNA
eDrive & Powertrain

Encl: as described

cc: Chambers of the Hon. Robert E. Gerber
Barbara Kelley Keane, The Garden City Group

Mercedes-Benz
Research & Development
North America, Inc.
850 Hansen Way
Palo Alto, CA 94304
Phone 1 650 845 2500
Fax 1 650 845 2555
www.mbrdna.com

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor (Check Only One): <input checked="" type="checkbox"/> Motors Liquidation Company (f/k/a General Motors Corporation) <input type="checkbox"/> MLCS, LLC (f/k/a Saturn, LLC) <input type="checkbox"/> MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) <input type="checkbox"/> MLC of Harlem, Inc. (f/k/a Chevrolet Saturn of Harlem, Inc.)		Case No. 09-50026 (REG) 09-50027 (REG) 09-50028 (REG) 09-13558 (REG)
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item #5). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.</small>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Mercedes-Benz Hybrid LLC		<small>Your claim is scheduled as follows:</small> N.Y. 30 A.D. 48 D.N.Y.
Name and address where notices should be sent: Dr. Neil Armstrong Mercedes-Benz Hybrid LLC 12120 Telegraph Road Redford, Michigan 48239		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ <small>(If known)</small>
Telephone number: (313) 592-4202 Email Address: neil.armstrong@daimler.com		Filed on: _____
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
Telephone number: _____		
1. Amount of Claim as of Date Case Filed, June 1, 2009: \$ See attached. <small>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5.</small>		
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		
2. Basis for Claim: See attached <small>(See instruction #2 on reverse side.)</small>		
3. Last four digits of any number by which creditor identifies debtor: _____ <small>3a. Debtor may have scheduled account as: _____ <small>(See instruction #3a on reverse side.)</small></small>		
4. Secured Claim (See instruction #4 on reverse side.) <small>Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</small>		
<small>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input checked="" type="checkbox"/> Other</small> <small>Describe: See attached.</small> <small>Value of Property: \$ _____ Annual Interest Rate %</small> <small>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____</small> <small>Basis for perfection: Setoff</small> <small>Amount of Secured Claim: \$ See attached. Amount Unsecured: \$ _____</small>		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)		
<small>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</small>		
<small>If the documents are not available, please explain in an attachment.</small>		
<small>Date: 1/30/09</small> <small>Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</small> <small>M. Armstrong Vice President MBB LLC</small>		<small>FOR COURT USE ONLY</small>
<small>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</small> <small>Modified B10 (GCG) (12/08)</small>		

ATTACHMENT TO PROOF OF CLAIM OF
MERCEDES-BENZ HYBRID LLC ("CLAIMANT")
IN THE CHAPTER 11 CASE OF
MOTORS LIQUIDATION COMPANY
(f/k/a GENERAL MOTORS CORPORATION) ("THE DEBTOR")
CASE NO. 09-50026 (REG)

1. **Contractual Claims.** Claimant holds claims against the Debtor related to the contracts on Exhibit A hereto (the "Contracts"). The amount of such claim is \$536,261.95 and it arises under the agreements identified on Exhibit A, which on information and belief may not have been assumed and assigned to NGMCO, Inc. ("NewCo") or any other entity. The Contracts relate to a joint project between Claimant, Old Carco LLC (f/k/a Chrysler LLC), BMW Hybrid Technology LLC and the Debtor to develop hybrid engine technology. The Debtor has a copy of the Contracts in its possession, and will discuss making additional documentation available to third parties upon execution of an appropriate confidentiality agreement.

2. **Preservation of Setoff Right.** This Claim is not subject to any setoff or counterclaim, except to the extent that the Debtors or other party asserts any claims or commences any actions that would give Claimant a right of setoff, recoupment, counterclaim or similar rights against the Debtors or the Debtors' estate. In that case, Claimant reserves all of its rights to setoff, recoupment, counterclaim and similar defenses or offsets, and this claim is secured by such rights.

Claimant reserves the right to amend this claim (and any other claims it files in the Debtor's chapter 11 case) by virtue of its right to setoff, off set, or recoup the amount thereof under 11 U.S.C. § 553 against any claims, defenses, or offsets the Debtor may assert against Claimant. If Claimant determines that one or both of the Contracts has been assumed and assigned to NewCo, and is paid in full under such Contract, then Claimant will withdraw the claim to the extent appropriate. In addition, Claimant does not waive any right to any security held by or on behalf of Claimant or Claimant's right to claim specific assets or any other right or rights of action that Claimant has or may have against the Debtor, and Claimant expressly reserves such rights.

3. **No Waiver.** Claimant does not waive any right or rights of action that it has or may have against the Debtor or any other person or persons. Claimant reserves the right to amend or supplement this Proof of Claim in any manner.

This Proof of Claim is not intended to be, and shall not be construed as: (i) an election of remedies; (ii) a waiver of any defaults; (iii) a waiver or limitation of any of Claimant's rights, remedies, claims or interests under applicable law against the Debtor or any other person or entity; (iv) a waiver of any setoff or recoupment rights under applicable law; (v) a waiver of any netting rights under applicable law; (vi) a waiver of any rights to assert that all or any portion

of the amounts claimed for are being held by the Debtor, as bailee, or in constructive trust; (vii) a waiver of Claimant's property or ownership rights (legal or equitable); (viii) a waiver of any administrative claims related to the contracts; or (ix) a waiver of Claimant's legal, equitable or beneficial interests.¹

4. **No Submission to Jurisdiction.** By filing this Proof of Claim, Claimant does not submit itself to the jurisdiction of the Bankruptcy Court for any purpose other than with respect to this Proof of Claim.

5. **Notice.** All notices and communications concerning this Proof of Claim should be addressed as follows:

Mercedes-Benz Hybrid LLC
Attn: Dr. Neil Armstrong
12120 Telegraph Road
Redford, Michigan 48239
neil.armstrong@daimler.com

¹ This proof of claim is not intended to supersede any previously filed or scheduled claim.

Exhibit A

GM Entity	Contract	Contract ID
Motors Liquidation Company	Cooperation Agreement GM Contract ID: 15999338 Start Date: 12/31/2005	5716-01219771
Motors Liquidation Company	Development Agreement-RWD Luxury Vehicle GM Contract ID: 15999341 Start Date: 12/31/2005	5716-01219774